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Corporate Office: Plot No. 157, EPIP Zone, 2nd Phase, Whitefield, Bangalore - 560 066 Tel: +91 80 4193 0000, Fax: +91 80 4193 0009 Website: www.infinite.com, Email: rajatk@infinite.com, Compliance Officer: Mr. Rajat Kalra

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE **EQUITY SHARES OF THE COMPANY**

This Public Announcement is made pursuant to the provisions of Regulation 8(1) read with Regulation 15(c) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 for the time being in force including any statutory modifications and amendments from time to time ("Buy-Back Regulations") and contains the disclosure as specified in Schedule II to the Buy-Back Regulations

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE(S) THE BUY-BACK OFFER AND PRICE

The Board of Directors (the "Board") of Infinite Computer Solutions (India) Limited ("Infinite" or "the Company") at its meeting held on April 11, 2011 has approved the proposal for Buy-back (hereinafter referred to as "the Buy-back") of its own fully paid-up Equity Shares of Rs. 10/- each from the existing registered shareholders / beneficial owners of the Equity Shares, other than Promoter, Promoter Group and persons in control of the Company, from the Open market through Stock Exchanges by using the electronic trading facilities of the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) (herein collectively referred to as "Stock Exchanges"), where the company's equity shares are listed, in accordance with the provisions contained in the Article 35 of the Articles of Association of the Company, Section 77A, 77AA & 77B and other applicable provisions of the Companies Act, 1956 (the Association of the Companies Act, 1930 (the "Act") and the provisions on the Companies Act, 1930 (the "Act") and the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 including amendments made from time to time (hereinafter referred to as "Buy-back Regulations") and subject to approval(s) as may be necessary, from time to time, from statutory authorities including but not limited to Securities and approvals as may be necessary, non one of the standard and the standard between the standard background and further subject to such conditions as may be prescribed while granting such approval(s) which may be agreed to by the Board of Directors for an amount upto Rs. 27 crores (Rupees twenty seven crores) ("Maximum Offer Size"). The Maximum Offer Size represents 9.99% of the Company's aggregate paid up equity share capital and free reserves as on December 31. 2010 (the date of latest audited standalone accounts as on the date of Board meeting approving the Buy-Back) which is less than 10% of the paid-up equity share capital and free reserves of the Company

The Company proposes to Buy Back upto a maximum of 14,00,000 Equity Shares ("Maximum Offer Shares") of Rs. 10/- each, and a minimum of 3,00,000 Equity Shares ("Minimum Offer Shares") subject to Buy Back price being

less than or equal to Rs. 230/- per share (Rupees two hundred thirty only).

The Maximum Offer Price has been arrived at after considering certain parameters such as the book value, earnings trend in the recent past, the future growth, trends in the market price of the Equity Share during the last 6 months prior to the date of the Board Meeting and outlook for the industry and other relevant factors. The Buy-Back of Equity Shares will be made at a Maximum Offer Price of Rs. 230/- per share which represents a premium of 21.89% and 21.12% approximately to the closing price on BSE and NSE i.e. Rs. 188.70 and Rs. 189.90 respectively, on trading day prior

to the date of the Board Meeting i.e. April 08, 2011.
The actual number of Shares to be bought back would depend upon the average price paid for the Shares bought back and the amount deployed in Buy-Back in accordance with the resolution passed by the Board of Directors in their meeting held on April 11, 2011. However, total number of shares to be bought back shall not exceed 14,00,000 Equity Shares. The Company's Equity Shares are fully paid-up and there are no partly paid-up Equity Shares with calls-in-arrears. As

required under the Act and Buy-Back Regulations, the Company shall not purchase Equity Shares which are locked-in or non-transferable in the Buy-Back till the time they become transferable. There will be no negotiated deals (whether on or off the Stock Exchanges), spot transactions or any other private arrangements in implementation of the Buy-Back. This offer is only for buy back of Equity Shares and not for other convertible securities (compulsory or optionally) issued The Buy-Back has been approved by the Board of Directors in their meeting held on April 11, 2011.

The amount required by the Company for the said Buy Back will be met out from current surplus and/or cash balances and/or internal accruals/operating cash inflows of the Company and not from borrowings. Though the Company does not propose raising of debt for effecting the Buy Back, it may continue to borrow funds in the ordinary course of business. As per Section 77A of the Companies Act, 1956, the buy back of equity shares in any financial year shall not exceed 25% of the total paid up equity capital of the Company in any financial year.

2. PROPOSED TIME TABLE	any in any infancial year.
Board Meeting approving Buy-Back	April 11, 2011
Date of Public Announcement	April 18, 2011
Date of commencement of Buy-Back	May 02, 2011
Acceptance of Equity Shares	As per relevant payout dates of the Exchange(s)
Verification of Shares Accepted in the Physical Mode	Within 7 days from the Payout day
Extinguishment of Shares	Within 15 days of acceptance of Shares as mentioned above. Further, all the Shares bought back within 7 days of the last date of completion of Buy-Back.
Last Date for the Buy-Back	April 10, 2012 (i.e. 12 months from the date of the approval by Board of Directors) or in case Maximum Offer Shares have beer bought back or Maximum Offer Size has reached, whichever is earlier. However the Board of Directors of the Company reserves the right to decide to close the Buy-Back offer at an earlier date in the event Minimum Offer Shares have been purchased under the Buy Back even if Maximum Offer size has not been reached or Maximum Offer shares have not been bought back by giving appropriate notice of such date and completing all formalities in this regard as per laws and regulations. All payment obligations in respect of Buy Back shall be completed prior to the last date of the Buy Back.
Specified Date	Not Applicable as the Buy-Back is proposed to be implemented through Stock Exchanges using the electronic trading facilities.
. THE AUTHORITY FOR THE BUY-BACK	

Pursuant to Section 77A, 77AA & 77B and all other applicable provisions of the Act, if any, the Buy-Back Regulations and Article 35 and other relevant provisions in the Articles of Association of the Company, the Buy-Back from open market through Stock Exchanges has been duly authorised by a resolution passed by the Board at its meeting held on

RELOW ARE THE CONTENTS OF THE PUBLIC NOTICE DATED APRIL 11, 2011 PUBLISHED ON APRIL 13, 2011 IN COMPLIANCE WITH REGULATION 5A OF SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998

QUOTE

The Board of Directors (the "Board") of Infinite Computer Solutions (India) Limited ("Infinite" or "the Company") at its meeting held on April 11, 2011 has approved the proposal for Buy-back (hereinafter referred to as "the Buy-back") of its own fully paid-up Equity Shares of Rs. 10/- each from the existing registered shareholders / beneficial owners of the Equity Shares, other than Promoter and Promoter Group and persons in control of the Company, from the Open market through Stock Exchanges by using the electronic trading facilities of the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) (herein collectively referred to as "Stock Exchanges"), where the company's equity shares are listed, in accordance with the provisions contained in the Article 35 of the Articles of Association of the Company, Section 77A, 77AA & 77B and other applicable provisions of the Companies Act, 1956 (the "Act") and the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 including amendments made from time to time (hereinafter referred to as "Buy-back Regulations") and subject to approval(s) as may be necessary, from time to time, from statutory authorities including but not limited to Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, etc. as may be required and further subject to such conditions as may be prescribed while granting such approval(s) which may be agreed to by the Board of Directors for an amount upto Rs. 27 crores (Rupees twenty seven crores only). The Maximum Offer Size represents 9.99% of the Company's aggregate paid up equity share capital and free reserves as on December 31, 2010 (the date

9.39% of the Company's adapting at path of peduly strated capital and the leserves as on December 31, 2010 (the date of latest audited standalone accounts as on the date of Board meeting approving the Buy-Back i.e. April 11, 2011). The Board has proposed a maximum limit of upto Rs. 27 crores (Rupees twenty seven crores Only) ("Maximum Offer Size") for the Buy-back, which is less than 10% of the aggregate of paid-up equity capital and free reserves eligible for use in the Buy-back as at December 31, 2010. The funds for the Buy-back will be available from the current surplus and /or cash balances and /or internal accruals of the Company. Though the Company does not propose raising debt

for effecting the Buy-back, it may continue to borrow funds in the ordinary course of its business.

The Buy-back will be carried upto Rs. 230/- (Rupees two hundred thirty Only) per equity share ("Maximum Offer Price").

The Maximum Offer Price offers a premium of approximately 21.89% and 21.12% over the closing prices on the BSE. and NSE respectively prevailing the trading day prior to Board Meeting i.e. April 08, 2011. The closing price of the Equity Shares of the Company as on April 08, 2011 on BSE and NSE was Rs. 188.70 and Rs. 189.90 respectively. The Maximum Offer Price has been arrived at after considering certain parameters such as the book value, earnings trend in the recent past, the future growth, trends in the market price of the Equity Share during the last 6 months prior to the te of the Board Meeting and outlook for the industry and other relevant factors

The Company proposes to buy maximum of 14,00,000 equity shares ("Maximum Offer Shares") and minimum of 3,00,000 equity shares ("Minimum Offer Shares"). The Buy-back of shares will not result in a change in control or otherwise affect the existing management structure of the Company. Further, the promoters shareholding / voting rights pursuant to the proposed Buy-back assuming full acceptance of Maximum Offer Shares shall not increase by more than 5%, which is in compliance with Regulation 11 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997.

If all the 14,00,000 equity shares, being Maximum Offer Shares, are bought back by the Company, post Buy-back offer the percentage shareholding of the Promoters and Promoter Group would increase from 63.82% to 65.92%. However, the actual number of equity shares to be bought back would depend upon the average price paid for the equity shares bought back and the amount deployed in the Buy-back in accordance with the resolution passed by the Board of Directors at its meeting held on April 11, 2011. Such an increase in the percentage holding of the Promoters is consequential

The Maximum Offer Shares bought back shall be subject to:

(a) the Buy-back not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Clause 40A of the listing agreement between the Company and the Stock Exchanges, i.e. maintaining the public shareholding at 25% or more; and

(b) aggregate consideration payable pursuant to the Buy-back not exceeding the Maximum Offer Size

The Board is of the view that the necessity for the Buy-back is on account of the following reasons:

(a) The share Buy-back offer is being proposed in pursuance of the Company's desire to maximize returns to investors, to reduce total number of shares and enhance overall shareholder value by returning cash to shareholders in an efficient and investor friendly manner. This will be done without in any manner compromising on the high growth opportunities available to the Company;

(b) The Buy-back will result in reduction in the overall capital employed in the business, which will, in turn lead to higher earnings per share and enhanced return on equity and return on capital employed, return on networth, return on assets etc; and (c) The Buy-back will also provide a reasonable exit opportunity to those shareholders who so desire, in a manner that does not substantially impact the market price of the Company's Share to their own detriment and that of continuing

The utilisation of cash resources for the purpose of the proposed Buy-back is not likely to impact Company's financial

position as well as any of its growth plans.

The equity shares of the Company are listed on BSE and NSE. The Buy-back is proposed to be implemented by the Company through the methodology of "Open market purchases using the electronic trading facilities of the stock exchanges where the company's equity shares are listed" as provided in the Buy-back Regulations. The Buy-back will be implemented in the manner and following the procedure prescribed in the Act and the Buy-back Regulations and as may be determined by the Board and on such terms and conditions, as may be permitted by law from time to time. There will be no negotiated deals, spot transactions or any private arrangements in implementation of the Buy-back.

The aggregate shareholding of the Promoter and Promoter Group (collectively referred to hereinafter as "the Promoters") as on the date hereof is 2,80,53,595 equity shares constituting 63.82% of the fully paid-up equity share capital of the

Conipany.

The Promoters have neither purchased nor sold any shares during the period of 6 months preceding April 11, 2011 being the date of meeting of the Board at which the Buy-back was approved and the date hereof.

As per Regulation 15(b) of Buy-back Regulations, the Buy-back of shares shall not be made from the Promoters of the Company. Further, the Company will not purchase any shares from the Promoters or persons acting in concert or persons in control or promoters group. The Promoters of the Company will not participate in the Buy-back and shall not deal in the equity shares of the Company in the Stock Exchanges during the period for which the Buy-back offer is open. The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or

preference shares or repayment of term loans to any financial institution or bank. There are no convertible debentures or preference shares outstanding.

The Board of Directors confirm that they have made a full inquiry into the affairs and prospects of the Company and they (a) that immediately following the date of Board Meeting, there will be no grounds on which the Company could be found

unable to pay its debts: (b) that as regards its prospects for the year immediately following that date that, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from

(c) that in forming their opinion for the above purposes, the Board of Directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and

The text of the report dated April 11, 2011 received from M/s Amit Ray & Co., Chartered Accountants, the Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below: Subject: Report in terms of clause (xi) of Schedule I of Chapter VII to the Securities and Exchange Board of India ('SEBI') (Buy-Back of Securities) Regulations, 1998

In connection with the proposed Buyback of equity shares approved by the Board of Directors of Infinite Computer Solutions (India) Limited ('the Company') at its meeting held on April 11, 2011, in pursuance of the provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956, (the 'Act') and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (the 'Regulations') and subsequent amendments thereof, and based on the info and explanations given to us, we report that:

(i) We have inquired into the state of affairs of the Company in relation to its audited financial statements for the nine months period ended December 31, 2010, which were approved by the Board of Directors in their meeting

(ii) The Board of Directors has proposed to Buy-back the company's equity to the extent of Rs. 27 crores. The amount of permissible capital payment towards Buyback of equity shares, as computed below, has been properly determined

in accordance with Section 77A(2)(b) of the Act:		
Particulars		Amount (Rs. in lakhs)
Paid up equity share capital as at December 31, 2010	:	4,396.00
Free Reserves as at December 31, 2010	:	22,628.33
Total paid up equity capital and free reserves as at December 31, 2010	:	27,024.33
Maximum amount permissible for Buy Back i.e. 10% of the total paid up equity		

(iii) The Board of Directors in their meeting held on April 11, 2011 have formed the opinion as specified in Clause (x) of Schedule I of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one ear from the date of Board Meeting.

(iv) This certificate has been prepared for and only for the Company and is in reference to proposed Buyback of equity shares in pursuance of the provisions of Section 77A, 77AA and 77B of the Act and Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

For Amit Ray & Co Chartered Accountants Firm Regn. No. 483C CACV Šavit Kumar Rao

Partner Mem No 70009

Place: Bengaluru Date: April 11 2011

The Article 35 of the Articles of Association of the Company permits Buy-back of shares

The debt to equity ratio post the Buy-back will be below the maximum allowable limit of 2:1 specified by the Act. The funds raised through the Initial Public Offering of the Company in January 2010 and unutilized till date are kept in a separate bank account and will be used only for the purposes as determined in the Prospectus issued by the Company subject to such modification(s) as may be approved by the shareholders from time to time. The Board undertakes and confirms that such unutilized funds will not be used for the purpose of buy back of securities as approved under the authority of this resolution

The Company shall not Buy-back the locked-in shares or other specified securities and non-transferable shares or othe specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable The Company shall not issue and allot any equity shares including by way of bonus or convert any outstanding ESOPs / outstanding instruments into equity shares, till the date of closure of the Buy-back.

As per the provisions of Section 77A(8) of the Act, the Company will not issue fresh equity shares within a period of 6 months after the completion of the Buy-back except by way of bonus shares or shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares. The Buy-back of equity shares will be completed within a period of 12 months from the date of passing of the resolution by the Board.

The Minimum Offer shares shall be subject to availability of shares below or equal to the Maximum Offer Price on regular basis throughout the validity of Buy-back offer. 23. The Company shall transfer from its Free Reserves a sum equal to the nominal value of the Equity Shares purchased

rough the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed n its subsequent audited balance Sheet.

As per the provisions of the Act, the equity shares bought back by the Company will compulsorily be cancelled extinguished and will not be held for re-issuance. The Audited accounts for the year ended March 31, 2010 have been approved by the shareholders at the annual general

meeting held on August 09, 2010 and the audited accounts for the nine months period ended December 31, 201 been approved by the Board in their meeting held on February 02, 2011. The Buy-back of shares from Non-resident Indians (NRIs) and Foreign Institutional Investors (FIIs), if applicable, shall be subject to regulations issued by Reserve Bank of India as required under Foreign Exchange Management Act, 1999, if any. 26. The Board of Directors accepts responsibility of information contained in this Public Notice.

NECESSITY FOR THE BUY-BACK

The Company is of the view that the necessity for the Buy-Back is on account of the following reasons:

a) The share Buy-back offer is being proposed in pursuance of the Company's desire to maximize returns to investors, to reduce total number of shares and enhance overall shareholder value by returning cash to shareholders in an efficient and investor friendly manner. This will be done without in any manner compromising on the high growth opportunities available to the Company;
The Buy-back will result in reduction in the overall capital employed in the business, which will, in turn lead to higher earnings

per share and enhanced return on equity and return on capital employed, return on net worth, return on assets etc; and The Buy-back will also provide a reasonable exit opportunity to those shareholders who so desire, in a manner that does not substantially impact the market price of the Company's Share to their own detriment and that of continuing

The utilisation of cash resources for the purpose of the proposed Buy-back is not likely to impact Company's financial

osition as well as any of its growth plans PROCESS AND METHODOLOGY FOR BUY-BACK PROGRAMME

The Buy-Back is open to all equity shareholders / beneficial owners of the fully paid-up Equity Shares of the Company holding shares either in physical and / or electronic form, however the Company shall not Buy-Back the shares from the Promoter, Promoter Group, persons acting in concert and persons in control of the Company, the locked-in Shares or non-transferable Shares or other specified securities till the pendency of the lock-in or till the Shares or other specified

As per the Buy-Back Regulations, a Company intending to purchase its shares from the open market shall do so on stock exchanges having nationwide trading terminals. Accordingly the Company proposes to implement the Buy-Back from the open market purchases through the BSE and the NSE using their nationwide trading terminals. Therefore the requirement of having collection and bidding centers is not applicable.

For the Buy-Back of shares, the Company has appointed following Broker ("the Appointed Broker") through whom the purchases and settlement on account of the Buy-Back of shares would be made;

For Demat and Physical shareholders [BSE and NSE] SPA Securities Limited

101 - A. 10th Floor, Mittal Court, Nariman Point, Mumbai - 400 021 Tel No.: +91 22 2280 1240 - 49 Fax No.: +91 22 2284 6318

The Buy-Back of shares will be made only through the order matching mechanism except "all or none" order matching system. The Company, may from time to time, but not earlier than the date of opening of the Buy-Back as mentioned in para 2 of this announcement, place "buy" orders on BSE and / or NSE to Buy-Back shares through Appointed Broker in such quantity and at such prices not exceeding Maximum Offer Price as it may deem fit, at least once in every week depending upon the prevailing quotations of Shares in the Stock Exchanges. Intimation about the Company's presence in BSE and /or NSE to Buy-Back its Shares will be made available to the market participants of said respective Stock. Exchange. The identity of the Company as a purchaser would be displayed on the electronic screen of the Broker

market participant of the Stock exchanges when the order is placed by the Company Shareholders / beneficial owners, who desire to sell their Shares under the Buy-Back, would have to do so through a stockbroker, who is a member of either BSE and / or NSE, by indicating to the stock broker details of the Shares they intend to sell. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note and delivery of stock to the stockbroker and receipt of payment from the stockbroker would be carried out in accordance with the Stock Exchanges and SEBI requirements.

It may be noted that all the shares bought back by the Company may not be at a uniform price. Orders for Buy-Back of Equity Shares will be placed by the Company at least once a week at market related prices so long as the market price is lower than the Maximum Offer Price. Such Buy-Back orders shall be placed in both, normal and physical /odd lot segment. The Company shall intimate the Stock Exchanges as well as the public through its release in the newspapers regarding quantity of Shares purchased and amount utilized for Buy-Back as prescribed by the Buy-Back Regulations.

The Shares of the Company are traded in the compulsory demat mode under the trading code 533154 at BSE and INFINITE at NSE. Shareholders holding Shares in physical form can sell their Shares in the odd lot trading segment on the Stock Exchanges. Subject to the Company purchasing Minimum Offer Shares, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-Back any Equity Shares or confer any right on the part of shareholder to offer

any Equity Shares for Buy-Back, even if the Maximum Offer Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buy-Back, if so permissible by law. METHOD OF SETTLEMENT

While the requirement of opening an escrow account is not applicable as the Buy-Back is from the open market through Stock Exchanges, the Company will pay the consideration to the Appointed Broker on or before every settlement date

as applicable in respect of shares bought back as applicable to the respective Stock Exchange. The shareholders / beneficial owners holding shares in the demat form would be required to transfer the number of shares sold by them by tendering the delivery instruction to their respective Depository Participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the stockbroker through whom the trade was executed. The shareholders holding shares in physical form may present the share certificates along with alid transfer deeds to their stockbroker through whom the trade was executed

The Company has opened a Depository Account styled "Infinite Computer Solutions (India) Limited" with SPA Securities Limited. Shares bought back in the demat form would be transferred into the aforesaid account by the Appointed Broker on receipt of shares from the clearing and settlement mechanism of BSE and NSE. The ISIN of the Company is

The Company shall complete the verification of acceptances within seven days of the relevant pay-out dates of the Exchanges. The Company shall extinguish and physically destroy the security certificates so bought back in the presence of the Company's Registrar and Share Transfer Agents or the Merchant Banker and the Statutory Auditor within fifteen days of the date of acceptance of the shares. In case the shares bought back are in dematerialized form the same will be extinguished in the manner specified in Securities and Exchange Board of India (Depositories and Participants) Regulations 1996 and the bye-laws framed thereunder

The Company will extinguish all the shares bought back within seven days of the last date of completion of Buy-Back.

MAXIMUM AMOUNT TO BE INVESTED UNDER THE BUY-BACK AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND THE COST OF FINANCING THE BUY-BACK
The maximum amount which the Company would deploy for the Buy-Back is upto or less than Maximum Offer Size

of Rs. 27 crores (Rupees twenty seven crores only). The Company proposes to Buy-Back its fully paid up Equity Shares of face value of Rs. 10/- each, subject to maximum number of 14,00,000 Equity Shares and minimum number of 3,00,000 Equity Shares at a price not exceeding Rs. 230/- per Equity Share payable in Cash for an amount upto or less than a maximum amount of Rs. 27 crores subject to:
a) the Buy-Back not causing the Company to be in violation of the conditions for continuous listing prescribed in terms

of Clause 40A of the listing agreement between the Company and the Stock Exchanges, i.e. maintaining the public shareholding at 25% or more; and the aggregate consideration payable pursuant to the Buy-Back not exceeding the Maximum Offer Size

The Minimum Offer Shares to be bought back shall be subject to availability of shares upto Maximum Offer Price on regular basis throughout the validity of Buy-Back offer.

Subject to other provisions contained in the resolution passed at the Board Meeting, the actual number of Shares to be bought back would depend upon the average price paid for the Shares bought back and the amount deployed in the Buy Back. The Board shall however have the discretion to determine the actual Buy-Back size, subject to Maximum Offe Shares and Minimum Offer Shares

The funds for the Buyback will be available from the current surplus and / or cash balances and / or internal accruals /operating cash inflows of the Company. The cost of financing the Buyback would therefore be only a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of the Company's business. Though the Company does not propose raising of debt for effecting the Buy back, it may however continue to borrow funds in the ordinary course of its business.

The funds raised through the Initial Public Offering of the Company in January 2010 and unutilized till date are kept in a separate bank account and will be used only for the purposes as determined in the Prospectus issued by the Company, subject to such modification(s) as may be approved by the shareholders from time to time. The Board undertakes and confirms that such unutilized funds will not be used for the purpose of buy back of securities as approved under the

BRIEF INFORMATION ABOUT THE COMPANY

The Company was incorporated as "Infinite Computer Solutions (India) Private Limited" on September 6, 1999 under the Companies Act, 1956 at Mumbai. The status was subsequently changed to a public limited company, consequent to the shareholders approval recorded at the Extra Ordinary General meeting of the Shareholders held on January 7 2008. Consequently the name of the Company was changed to "Infinite Computer Solutions (India) Limited" and the Registrar of Companies, issued a fresh certificate of incorporation dated February 14, 2008.

Infinite is a global service provider of Infrastructure Management, Intellectual Property (IP) leveraged solutions and IT services, focused on the Telecom, Media, Technology, Manufacturing, and Healthcare industries. Its services span from Application Management Outsourcing, packaged application services, Independent Validation & Verification product development & support, to higher value-added offerings, including, managed platform and product engineering services. Our telecommunication-specific services and solutions to telecom Original Equipment Manufacturers (OEMs and Independent software vendors (ISVs) include product engineering and lifecycle management services relating to telecom equipment used in areas such as transmission, switching, access and Operational Support Systems (OSS), in both legacy and next generation networks (NGNs). Infinite's solutions for Telecom Service Providers range from consulting on business and operating processes to the development of their Business Support System (BSS) and OSS systems, as well as, the integration of those systems with the underlying network technologies.

Infinite is a Software Technology Parks of India (STPI) and Special Economic Zone (SEZ) registered entity and provide technology services to client specific requirements. These services are performed onsite / onshore and off shore through our various offices and wholly owned subsidiaries spread over countries across 4 continents. The integrated network of delivery facilities of Infinite across India and the US is complemented by onsite, offsite and near-shore capabilities in major international markets.

capanimies in major international markets.

The Company came out with an initial public offering, which closed for subscription on January 13, 2010. The trading in the equity shares of the Company commenced w.e.f. February 03, 2010.

BRIEF FINANCIAL INFORMATION OF THE COMPANY tion of the Company for the last three financial years is provided below

(In Rs. lakhs) Particulars Year ended March 31 months period ended December 31, 2010 2010 2009 2008 63.540.24 Net Sales 34.044.28 66,429,68 48.985.47 621.83 140.89 Other Income 563.7 195.2 64,104.02 Total Income 66.624.95 49.607.30 34.185.17 Profit Before Tax 2,115.66 Net Profit after Tax (after extra 7,695.78 4,572.17 2,008.42 7,916.61 ordinary and prior period items 1.316.99 Equity Dividend 4 396 00 3,822.40 3,809.83 Paid Up Equity Share Capital 4,396.00 28,299.08 11,407.70 7,370.94 Reserves & Surplus 34,250.3 Miscellaneous Expenditure 0.3

38.646.35

Particulars		December 31, 2010	Year ended March 31,			
			2010	2009	2008	
Basic Earnings per Share (Rs.) (Refe	er Note 2)	17.51	20.18	11.96	5.28	
Diluted Earnings per Share (Rs.) (Ref	17.48	20.18	11.96	5.28		
Book value per Share (Rs.) (Refer No	87.91	74.37	39.84	29.35		
Return on Net Worth (Refer Note 4)		19.91	24.21	30.02	17.96	
Debt-Equity Ratio (Refer Note 5)	0.06	0.15	0.14	0.17		
Note Ratio/Term	Formula					
1 Not Morth	Characteristics Decrease (auchodian acceleration) Missellandous					

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1.89.924

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2,959.92

11,180.45

Share Capital + Free Reserves (excluding revaluation)- Miscellaneous Expenditure Net Profit attributable to equity shareholders / Total weighted average no. of Share Basic and Diluted Earnings per Share (Rs.) outstanding during the year (Paid up equity Share Capital + Reserves & Surplus - Miscellaneous Book value per Share (Rs. Expenditure) / Total no. of Shares outstanding at the end of year Return on Net Worth Net Profit After Tax / Net Worth Debt - Equity Ratio Loan funds / Net Worth

11. LISTING DETAILS AND STOCK MARKET DATA

Net Worth (Refer Note 1)

The Equity Shares of the Company are listed and traded on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. (Scrip Code No. 533154 for BSE and INFINITE for NSE)

The equity shares of the Company got listed on BSE & NSE w.e.f. February 03, 2010. The high, low and average market prices since listing and the monthly high, low and average market prices for the six months preceding this Public Announcement and the corresponding volumes on BSE and NSE, where the Shares of the Company are traded are as follows: (Source: www bseindia.com

Period	High		Low		Weighted	Total	Total		
	Price (Rs.)	Date	No. of shares traded	Price (Rs.)	Date	No. of shares traded	Average Price #	Traded Quantity in the Period	Traded Value (Rs. Lakhs) in the Period
Year 2010	222.90	12/03/2010	7,82,690	152.75	07/05/2010	54,075	199.71	7,08,38,459	1,41,473.59
October 2010	173.50	04/10/2010	18,540	160.30	29/10/2010	4,033	166.70	2,93,306	
November 2010	187.50	04/11/2010	,	156.25	01/11/2010	,	175.56	5,08,021	891.88
December 2010	189.00	31/12/2010	3,655	165.00	10/12/2010	3,506	177.55	1,10,452	
January 2011	222.00	04/01/2011	5,59,197	175.00	31/01/2011	4,940	203.73	9,42,383	1,919.92
February 2011	187.50	01/02/2011	5,967	146.00	11/02/2011	5,488	168.83	99,908	168.67
March 2011	168.00	28/03/2011	1,650	143.05	15/03/2011	425	159.56	72,381	115.49
April 1 to 15, 2011	198.70	11/04/2011	1,22,798	156.60	01/04/2011	2,392	188.03	5,59,053	1,051.16

Weighted Average Price (Total Turnover / Total Traded Qty) for all trading days during the said period. eindia.com Period Total Total Price Price No. of No. of Traded Traded Date (Rs.) shares (Rs.) shares Price # Quantity Value in the Rs. Lakhs) trade tradeo Period the Perio 11,14,840 135.10 28/10/20 174.00 04/10/2010 23,636 135.10 28/10/2010 19,827 166,93 189.00 04/11/2010 1,05,742 155.25 19/11/2010 31,807 174.46 6 14 07 1 025 0 November 2010 13.95.162 2.434.0 December 2010

Weighted Average Price (Total Turnover/Total Traded Qty) for all trading days during the said period. The closing market price on the date of the Board Meeting i.e. April 11, 2011 was Rs. 187.50 per share on BSE and Rs. 186.15 per share on NSE. (Source: www.bseindia.com & www.nseindia.com)

151.00 08/03/2011

222.70 04/01/2011 8,69,864 172.05 31/01/2011 8,642 203.40

186.65 02/02/2011 58,281 146.40 11/02/2011 8,756 170.28

PRESENT CAPITAL STRUCTURE AND SHARE HOLDING PATTERN

April 1 to 15, 2011 210.00 13/04/2011 2,71,962 157.00 01/04/2011 14,970 184.14

February 2011

The Share Capital Structure of the Company as on March 31, 2011 is as follows Particulars Amount (in Rs.) **Authorised Capita** 5,00,00,000 Equity Shares of Rs. 10/- each 50.00.00.000 Issued, Subscribed and Paid Up Capital* 4,39,59,995 Equity Shares of Rs. 10/- each 43.95.99.950

As on date the Company has 16,00,000 stock options outstanding under Key Executives Performance Option Plan, 2010. The Company's Equity Shares are fully paid-up and there are no partly paid-up Equity Shares with calls-in-arrears 12.2. The shareholding pattern of the Company as on April 08, 2011 is as follows:

Category of Shareholders	Pre Buy Back Sha	reholding Pattern	Post Buy-Back Shareholding Pattern*		
	No. of Shares	% Holding	No. of Shares	% Holding	
Promoters Shareholding					
Indian	4,86,000	1.11	4,86,000	1.14	
Foreign	2,75,67,595	62.71	2,75,67,595	64.77	
Sub total (A)	2,80,53,595	63.82	2,80,53,595	65.92	
Public Shareholding					
Institutions					
Mutual Funds / UTI	30,31,388	6.90	1,45,06,400	34.08	
Financial Institutions / Banks	75,000	0.17			
Venture Capital Funds	76,000	0.17			
oreign Institutional Investor	64,73,552	14.73			
Non Institutions					
Bodies Corporate	3,98,769	0.91			
Individuals	39,41,773	8.97			
Others	19,09,918	4.34			
Sub total (B)	1,59,06,400	36.18	1,45,06,400	34.08	
Grand total (A)+(B)	4,39,59,995	100.00	4,25,59,995	100.00	

Maximum Offer Shares are bought back. However, the actual shareholding pattern post Buyback would depend upon the actual number of Equity shares bought back while the actual number of Equity shares to be bought back would depend upon the average price paid for the Equity Shares bought back and the amount deployed in the Buyback. 12.3. The Company shall not issue any Equity Shares including by way of bonus or convert any outstanding instruments or ESOPs or otherwise into Equity Shares or re-issue forfeited Shares till the date of closure of the Buy-Back offer.

12.4. As per the provisions of section 77A(8) of the Act, the Company will not be allowed to issue fresh Equity Shares for a period of 6 months or such other period after the completion of the Buy-back as may be amended by any statutory modification(s) or re-enactment of the Act or Buy-back Regulations for the time being in force. However, this restriction would not apply to issuance of bonus shares or shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. As on date the Company has 16,00,000 stock options outstanding under Key Executives Performance Option Plan, 2010. The employees to whom options have been granted are entitled to exercise their vested options and apply for equity shares only after closure of the Buy Back. SHAREHOLDING OF THE PROMOTERS

The aggregate shareholding of the Promoter Group as on the date of Public Announcement is 2,80,53,595 Equity

Shares constituting 63.82% of the fully paid up equity share capital of the Company.

Detailed break up of shareholding of the Promoters Group as on date of Public Announcement is as below No. of Equity Shares Held | % of Total Paid Up Equity Capital Sr. No. Name of Promoter Sanjay Govil IT Thinkers LLC 2,58,31,436 17,36,159 MC Data Systems Private Limited Total 2.80.53.595 63.82 13.3. The Promoters & Promoters Group have neither purchased nor sold any shares during the period of twelve months preceding the date of public announcement

MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF BUY-BACK ON THE COMPANY 14.1. The Buyback is not likely to cause any material impact on the earnings of the Company and the Buyback will optimise returns to the shareholders and enhance overall shareholders value. 14.2. As per Regulation 15(b) of Buyback Regulations, the Buyback of Shares shall not be made from the Promoter, Promote

Group, persons acting in concert or persons in control of the Company. The Promoter, Promoter Group, persons acting in concert or persons in control of the Company will not participate in the Buyback and shall not deal in the Equity Shares of the Company in the Stock Exchanges during the period for which the Buyback offer is open.

4.3. Consequent to the Buyback and based on the number of Shares bought back from the shareholders excluding the

Promoters groups, the shareholding pattern of the Company would undergo a consequential change, however public shareholding shall not fall below 25% of the total fully paid up equity capital of the Company. 4.4. The Buyback of Shares will not result in a change in control or otherwise affect the existing management structure of the Company, except the likely increase in Promoters Shareholding / voting rights pursuant to the proposed Buyback.

14.5. The deht-equity ratio post the Buyback will be below the maximum allowable limit of 2:1 set by the Act. 14.6. The Buyback of Equity Shares will be completed within a period of 12 months from the date of passing of the resolution by the Board and shall not withdraw the offer of Buyback after the Public Announcement is made. However, the Board by the Data and its families with a decide to close the Buy-Back offer at an earlier date, in the event Minimum Offer of the Company reserves the right to decide to close the Buy-Back offer at an earlier date, in the event Minimum Offer Shares have been purchased under the Buy Back even if Maximum Offer size has not been reached or Maximum Offer shares have not been bought back, by giving appropriate notice of such date and completing all formalities in this regard

STATUTORY APPROVALS Pursuant to Sections 77A, 77AA and 77B and other applicable provisions of the Act and the Buy-back Regulations, the present Offer of Buy-Back of Equity Shares of the Company from Open Market through the Stock Exchanges has been duly authorized by a resolution passed by the Board at its meeting held on April 11, 2011.

15.2. No other statutory approvals are required to be obtained for the Buy-Back. In case required, the Company shall obtain such other approvals as may be prescribed from time to time

COMPLIANCE OFFICER & INVESTOR SERVICE CENTRE Compliance Officer Mr. Rajat Kalra, Company Secretary Infinite Computer Services (India) Limited 155, Somdutt Chambers II, 9, Bhikaji Cama Place

Investor Service Centre Bigshare Services Private Limited E-2, Ansa Industrial Estate, Sakivihar Road Saki Naka, Andheri (East), Tel. +91 22 4043 0200 Fax: +91 22 2847 5207 Email: ashok@bigshareonline.com

Investor may contact the Compliance Officer or Investor Service Centre for any clarification or to address their grievances, if any, during 10.00 A.M. to 5.00 P.M. on all working days except holidays. MANAGER TO THE BUY-BACK The Company has appointed SPA Merchant Bankers Limited as the Manager to the Buy-Back and their contact details

are given below: THE FINANCIAL ADVISORS

Email: rajatk@infinite.com

Place: New Delhi Date: April 16, 2011

Tel: +91 11 4615 0845 – 47 Fax: +91 11 4615 0830

SPA MERCHANT BANKERS LIMITED SEBI Regn. No.: INM000010825
25, C - Block, Community Centre, Janak Puri, New Delhi - 110 058
Tel. No. +91 11 2551 7371, 4567 5500
Fax No. +91 11 2553 2644 Email ID: infinite.buyback@spagroupindia.com

Contact Person: Mr. Nitin Somani / Ms. Ashi Mel DIRECTORS' RESPONSIBILITY As per Regulations 19(1)(a) of the Buy-Back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement

> For and on behalf of the Board of Directors of INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

(Sd/-) Upinder Zutshi Navin Chandra CEO & Managing Director Whole Time Director

(Sd/-) Rajat Kalra Company Secretary